

APPLICATION OF
SNET AMERICA, INC. D/B/A AT&T LONG DISTANCE EAST

EXHIBIT I
Articles of Organization
&
Secretary of State Certificate of Authority

EXHIBIT A

CERTIFICATE OF INCORPORATION OF SNET AMERICA, INC.
AND BYLAWS OF SNET AMERICA, INC.

CERTIFICATE OF INCORPORATION
STOCK CORPORATION

11-5 1-90

2329634004	05/21/93RH37010	75.00
2329634004	05/21/93RH00300	150.00
2329634004	05/21/93RH37100	50.00
2329634004	05/21/93RH37010	25.00

74

STATE OF CONNECTICUT
SECRETARY OF THE STATE

The undersigned incorporator(s) hereby form(s) a corporation under the Stock Corporation Act of the State of Connecticut:

1. The name of the corporation is SNET America, Inc.

2. The nature of the business to be transacted, or the purposes to be promoted or carried out by the corporation, are as follows:

- (a) To provide long distance services in the State of Connecticut and beyond;
- (b) To engage in any other lawful activity or act for which corporations may be organized under the Connecticut Stock Corporation Act, as amended, and;
- (c) In furtherance of the above, to purchase, grant, sell, lease or service all kinds of property, real, personal or mixed, and to do and execute all acts, matters and things which may be deemed necessary or convenient.

(Continued)

The designation of each class of shares, the authorized number of shares of each such class, and the par value (if any) of each share thereof are as follows:

The total number of shares which the Corporation shall have the authority to issue is twenty-five thousand (25,000) shares of voting common stock, having a par value of one dollar (\$1.00) per share.

The terms, limitations and relative rights and preferences of each class of shares and series thereof (if any), or an express grant of authority to the board of directors pursuant to Section 33-341, 1959 Supp. Conn. G.S., are as follows:

None.

The minimum amount of stated capital with which the corporation shall commence business is

One thousand (\$1,000) ***** dollars. (Not less than one thousand dollars)

7) - Other provisions

See attached Exhibit A hereto.

Dated this 21st day of May, 1993

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

This certificate of incorporation must be signed by each incorporator.

NAME OF INCORPORATOR (Print or Type) Southern New England Telecommunications Corporation	NAME OF INCORPORATOR (Print or Type) 2.	NAME OF INCORPORATOR (Print or Type) 3.
<i>Valita H. Luckett</i> Valita H. Luckett, Asst. Secy	SIGNED (Incorporator) 2.	SIGNED (Incorporator) 3.
NAME OF INCORPORATOR (Print or Type)	NAME OF INCORPORATOR (Print or Type) 5.	NAME OF INCORPORATOR (Print or Type) 6.
SIGNED (Incorporator)	SIGNED (Incorporator) 5.	SIGNED (Incorporator) 6.

FOR OFFICE USE ONLY

Reg. CC GS:

Jean Anastasio

SNET, 227 Church St., Room 1105

New Haven, CT 06510

(Please provide filer's name and complete address for mailing receipt)

FILED

STATE OF CONNECTICUT

MAY 21 1993

SECRETARY OF THE STATE

By

W.S. Tino

FFX 175
F.F. 50
CC 25
F&D 50

CERTIFICATE OF INCORPORATION

ARTICLE 1

The name of the Corporation is SNET America, Inc.

ARTICLE 2

The nature of the business to be transacted, or the purposes to be promoted or carried out by the Corporation, are as follows:

- (a) To provide long distance services in the State of Connecticut and beyond;
- (b) To engage in any other lawful activity or act for which corporations may be organized under the Connecticut Stock Corporation Act, as amended, and;
- (c) In furtherance of the above, to purchase, grant, sell, lease or service all kinds of property, real, personal or mixed, and to do and execute all acts, matters and things which may be deemed necessary or convenient.

ARTICLE 3

The authorized number of shares of each such class, and the par value (if any) of each share thereof, are as follows:

There will be one class of common stock. The total number of shares which the Corporation shall have the authority to issue is 25,000 shares having a par value of \$1.00 per share.

ARTICLE 4

The terms, limitations and relative rights and preferences of each class of shares and series thereof (if any), or an express grant of authority to the Board of Directors pursuant to Section 33-341 of the Connecticut General Statutes, are as follows:

None.

ARTICLE 5

The minimum amount of stated capital with which the Corporation shall commence business is one thousand dollars.

ARTICLE 6

No person who is or was a Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty as a Director in an amount that exceeds the compensation received by the Director for serving the Corporation during the year of the violation, if such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director or an associate, as defined in subdivision (3) of Section 33-374d of the Connecticut General Statutes, on the effective date hereof and as may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his/her conduct or omission created an unjustifiable risk of serious injury to the Corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation, or (e) create liability under Section 33-321 of the Connecticut General Statutes, on the effective date hereof and as may be amended from time to time. This Article 6 shall not limit or preclude the liability of a person who is or was a Director for any act or omission occurring prior to the effective date of this Article 6. Any lawful repeal or modification of this Article 6 shall not adversely affect any limitation of liability, right or protection of a Director of the Corporation existing hereunder with respect to any breach of duty occurring prior to the effective date of such repeal or modification.

BYLAWS
OF
SNET AMERICA, INC.

MAY, 1993

ARTICLE I

OFFICES

Section 1.1 - Office. The principal office of the Corporation shall be located in the City and County of New Haven, State of Connecticut.

Section 1.2 - Other Offices. The Corporation may have offices at such other places both within or outside the State of Connecticut as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 2.1 - Meetings. All meetings of the Stockholders shall be held at the principal office of the Corporation in the City and County of New Haven, State of Connecticut, or at such other place either within or outside the State of Connecticut, as shall be determined from time to time by the Board of Directors.

Section 2.2 - Annual Meetings. Annual meetings of Stockholders shall be held on such date and time as shall be determined from time to time by the Board of Directors and stated in the notice of the meeting, at which time the Stockholders shall transact all business as may properly be brought before the meeting.

Section 2.3 - Place and Date. Written notice of the annual meeting stating the place, date, and hour of the meeting shall be given to each Stockholder entitled to vote at such meeting not less than seven nor more than fifty days before the date of the meeting.

Section 2.4 - Special Meetings. Special meetings of the Stockholders may be called by the Chairman or President and shall be called by the Chairman, President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of Stockholders holding not less than one-tenth of the voting shares entitled to vote at such meeting. Such requests shall state the purpose or purposes of the proposed meeting.

Section 2.5 - Notice of Special Meetings. Written notice of a special meeting, stating the place, date, and hour of the meeting and the general purpose or purposes for which the meeting is called, shall be given to each Stockholder entitled to vote at such meeting not less than three nor more than fifty days before the date of the meeting.

Section 2.6 - Purposes. Business transacted at any special meeting of Stockholders shall be limited to the general purposes stated in the notice unless otherwise agreed by all Stockholders.

Section 2.7 - Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote at any meeting of Stockholders, present in person or represented by proxy, shall constitute a quorum for such meeting. However, if such quorum shall not be present or represented at any meeting of the Stockholders, the Stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 2.8 - Voting Percentage. Except as otherwise provided by law, at any duly authorized meeting the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting.

Section 2.9 - Voting List. The Officer who has charge of the share transfer books for shares of the Corporation shall prepare and make, at least five days before every meeting of the Stockholders, a complete list of the Stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each Stockholder and the number and class of shares registered in the name of each Stockholder. Such list shall be open to the

examination of any Stockholder for any proper purpose in the interest of the Stockholder, during ordinary business hours, for a period of at least five days prior to the meeting, either at the principal office of the Corporation or at the office or place of business of a transfer agent in this state. The list shall also be produced and kept open at the time and place of the meeting during the whole time thereof, and may be inspected by any Stockholder who is present.

Section 2.10 - Voting. Each Stockholder shall at every meeting of the Stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such Stockholder.

Section 2.11 - Consent Voting. Whenever the vote of Stockholders at a meeting thereof is required to be taken in connection with any corporate action by any provision of the statutes or of the Certificate of Incorporation or of these Bylaws, the meeting and vote of Stockholders may be dispensed with if all the Stockholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken.

ARTICLE III

DIRECTORS

Section 3.1 - Numbers. The Board of Directors shall consist of three to seven Directors. The Directors shall be elected at the annual meeting of the Stockholders, except as provided in Section 3.2 of these Bylaws, and each Director elected shall hold office until his successor shall be elected and shall qualify.

Section 3.2 - Vacancies. Between Stockholder meetings the Board shall have the power to fill vacancies. The Directors so chosen shall hold office until the next annual election.

Section 3.3 - Powers. The business, property, and affairs of the Corporation shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or performed by the Stockholders.

Section 3.4 - Meetings. The Directors of the Corporation shall hold their meetings, both regular and special, in the offices of the Corporation in New Haven, Connecticut, or at such other locations as the Directors may agree upon.

Section 3.5 - Regular Meetings. Regular meetings of the Board of Directors shall be held at such time as shall be agreed upon by the Directors.

Section 3.6 - Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, President or Secretary upon two days notice to each Director, either by telephone or by mail. Special meetings shall be called by the President or Secretary in the same manner and with the same notice requirements on the written request of two Directors.

Section 3.7 - Quorum. At all meetings of the Board of Directors, the presence in person or participation of a majority of the Directors shall be required to constitute a quorum for the transaction of business by the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present at such meeting may adjourn the meeting from time to time with notice given to all Directors, until a quorum shall be present.

Section 3.8 - Voting by Directors. Each Director shall be entitled to one vote on each matter submitted to the Board of Directors. A majority of those Directors present at a duly authorized meeting shall decide any question brought before such meeting.

Section 3.9 - Actions Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Section 3.10 - Conference Call Meetings. Members of the Board of Directors may participate in a Board meeting or committee meeting by means of a conference telephone call or any other similar communication device which allows all persons participating in the meeting to hear each other. The participation in a Board meeting or committee meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 3.11 - Fees. The Directors shall receive no fee or other compensation for their services. The Corporation shall pay all reasonable expenses incurred by the Directors in attending the Board meetings or the meetings of any committees established by the Board

Section 3.12 - Committees of Directors. The Board of Directors may establish one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in the resolution establishing such committee, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have the power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE IV

NOTICES

Section 4.1 - Notice. Whenever, under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, notice is required to be given to any Director or Stockholder, it shall not be construed to mean personal notice unless specifically allowed, but such notice may be given orally or in writing, by first class mail, postage prepaid, addressed to such Director or Stockholder, at his address as it appears on the records of the Corporation. Such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail.

Section 4.2 - Waiver. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The Secretary of the Corporation shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in the case of a waiver of notice of a meeting, the records of the meeting.

ARTICLE V

OFFICERS

Section 5.1 - Officers. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a Chairman of the Board, a President, and a Secretary. The Board may elect such other officers and agents as it deems desirable, who shall perform such duties as may be assigned to them by the Board. One person may hold more than one office except that the President shall not also hold the office of Secretary or Assistant Secretary.

Section 5.2 - Term. The term of office of all officers shall be until their respective successors are chosen.

Section 5.3 - Chairman/President. The Chairman, and in his absence, the President shall preside at all meetings of the Stockholders and Directors. The President shall have the responsibility of bringing to the Board for action questions of policy of general nature. The President shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all authorized conveyances, contracts, or other obligations in the name of the Corporation and may delegate the execution of such instruments to some other agent or employee of the Corporation provided such delegation involves only instruments executed in the ordinary course of business or except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 5.4 - Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform the same duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Stockholders and special meetings of the Board of Directors and shall perform such

other duties as may be prescribed by the Board of Directors. When required or requested he/she shall execute with the President all authorized conveyances, contracts, or other obligations in the name of the Corporation. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring such seal and, when so affixed, it shall be attested by his/her signature.

ARTICLE VI

CERTIFICATES OF STOCK

Section 6.1 - Stockholders Certificates. The Certificates of Stock of the Corporation shall be numbered and shall be entered in the books of the Corporation as they are issued. The Certificates shall exhibit the holder's name and number of shares and shall be signed by the Chairman or President and the Secretary. If any stock certificate is signed (1) by a transfer agent or an assistant transfer agent or (2) by a transfer clerk acting on behalf of the Corporation and a registrar, the signature of any such officer may be a facsimile.

Section 6.2 - Lost Certificates. The Board of Directors may direct a new Certificate or Certificates to be issued in place of any Certificate or Certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the Certificate of Stock to be lost, stolen, or destroyed. When authorizing such issue of a new Certificate or Certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed Certificate or Certificates, or his legal representatives, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the Certificate alleged to have been lost, stolen, or destroyed.

Section 6.3 - Transfer of Stock. Upon surrender to the Corporation of a Certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the Corporation to issue a new Certificate to the person entitled thereto, cancel the old Certificate, and record the transaction upon its books.

Section 6.4 - Record Date. In order that the Corporation may determine the Stockholders entitled to notice of or to vote at any meeting of Stockholders or any adjournment thereof, or to express

consent to a corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect to any change, conversion, or exchange of stock, or for the purpose of any lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than fifty days nor less than ten days before the date of such meeting, nor more than fifty days prior to any other action. A determination of Stockholders of record entitled to notice of or to vote at a meeting of Stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. Absent Board of Director action, the record date shall be ten days before the date of such meeting.

Section 6.5 - Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Connecticut.

Section 6.6 - Shares Held by Another Corporation. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the Bylaws of such corporation may authorize or, in the absence of such authorization, as the Board of Directors of such corporation may direct, or in the absence of direction, by the Secretary of the corporation.

ARTICLE VII

INDEMNIFICATION

Section 7.1 - Indemnification. The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation, or serves or served any other enterprise at the request of the Corporation.

Section 7.2 - Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent

of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the statutes of the State of Connecticut.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

Section 8.1 - Execution of Instruments. The President or any other person who may be thereunto authorized by the President or the Board of Directors, shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debenture, note, or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 8.2 - Checks and Endorsements. All checks and drafts upon the funds to the credit of the Corporation in any of its depositories shall be signed by the President or such of its officers or agents as shall from time to time be determined by the Board of Directors or President who may provide for the use of facsimile signatures under specified conditions, and all notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount, or collection, be endorsed by such officers or agents of the Corporation or in such manner as shall from time to time be determined by the Board of Directors or President.

ARTICLE IX

GENERAL PROVISIONS

Section 9.1 - Dividends. Dividends upon the capital stock of the Corporation may be declared by the Board of Directors at any regular or special meeting or upon their written consent.

Section 9.2 - Annual Statement. The Board of Directors shall present at each annual meeting and at any special meeting of Stockholders a full and clear statement of the business and condition of the Corporation.

Section 9.3 - Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 9.4 - Seal. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of Connecticut". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 9.5 - Contracts with Persons with a Conflict. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors or Officers are financially interested or is a Director or Officer, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or

- b. The fact of such relationship or interest is disclosed or known to the Stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or consent; or
- c. The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction.

Section 9.6 - Reliance on Corporate Records. Any Officer or Director may rely and act upon information contained in the corporate records maintained by the Secretary of the Corporation. Unless he has actual knowledge that such information is incorrect, he shall not be liable to the Corporation or any person for any action based upon such information.

ARTICLE X

AMENDMENTS

These Bylaws may be amended by the Stockholders at any regular or special meeting of the Stockholders or by their written consent.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 18, 2006

6484-707-4

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE SNET AMERICA, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

COPY

FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**
Business Corporation Act

FILED

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

APR 18 2006

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.

64847074
File #

SEE NOTE 1 CONCERNING PAYMENT!

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ — Total \$ 175.00 Approved: RS
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) **CORPORATE NAME:** SNET America, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) **ASSUMED CORPORATE NAME:** _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Connecticut; Date of Incorporation May 21, 1993; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)

310 Orange Street

New Haven, Connecticut 06510

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: C T Corporation System

First Name	Middle Initial	Last name
Registered Office: <u>208 S LaSalle Street</u>		<u>Suite 814</u>
<u>Chicago,</u>	<u>IL</u>	<u>Cook</u>
<u>City</u>	<u>ZIP Code</u>	<u>County</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Please see attached list.

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
<u>President</u>	<u>Please see attached list.</u>			
<u>Secretary</u>				
<u>Director</u>				
<u>Director</u>				
<u>Director</u>				

C-171.15

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Connecticut and as permitted under the Illinois Business Corporation Act, including but not limited to providing telecommunications services.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares	Number of Shares
Common		\$1.00 per share	Authorized 25,000	Issued 23,000

(If more, attach list)

9. Paid-in Capital: \$ 11,500,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 181,000,000.00
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 230,000,000.00
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 5,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated

March 31, 2006
(Month & Day) (Year)

SNET America, Inc.

(Exact Name of Corporation)

(Any Authorized Officer's Signature)

Christopher H. Deimel, Secretary

(Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

Directors and Officers of SNET America, Inc.

Charles R. Rogers
310 Orange Street
New Haven, Connecticut 06510

Director and President

Charles P. Allen
175 E. Houston Street
San Antonio, Texas 78205

Treasurer

Carl J. Strutz
175 E. Houston Street
San Antonio, Texas 78205

Assistant Treasurer

Christopher H. Deimel
310 Orange Street
New Haven, Connecticut 06510

Secretary

Alfred J. Brunetti
310 Orange Street
New Haven, Connecticut 06510

Assistant Secretary

Steven Shashack
1010 N. St. Mary's Street
San Antonio, Texas 78215

Assistant Secretary

States in Which SNET America, Inc. is Qualified

Alabama
Alaska
Arizona
Colorado
Connecticut
Delaware
District of Columbia
Florida
Georgia
Hawaii

Idaho
Iowa
Kentucky
Louisiana
Maine
Maryland
Massachusetts
Minnesota
Mississippi
Montana

Nebraska
New Hampshire
New Mexico
New York
North Carolina
North Dakota
Oregon
Pennsylvania
Rhode Island
South Carolina

South Dakota
Tennessee
Vermont
Virginia
Washington
West Virginia
Wyoming

FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**
Business Corporation Act

FILED

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

APR 18 2006

**JESSE WHITE
SECRETARY OF STATE**



Doc#: 0611045093 Fee: \$28.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 04/20/2006 11:21 AM Pg: 1 of 3

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.

64847074
File #

SEE NOTE 1 CONCERNING PAYMENT!

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ — Total \$ 175.00 Approved: BS
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) **CORPORATE NAME:** SNET America, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) **ASSUMED CORPORATE NAME:** _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Connecticut; Date of Incorporation May 21, 1993; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 310 Orange Street
New Haven, Connecticut 06510
(b) Address of principal office in Illinois:
(If none, so state) None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: C T Corporation System

Registered Office:	First Name	Middle Initial	Last name
<u>208 S LaSalle Street</u>			<u>Suite 814</u>
<u>Chicago,</u>	<u>Number</u>	<u>Street</u>	<u>Suite #</u>
	<u>IL</u>	<u>60604</u>	<u>Cook</u>
<u>City</u>		<u>ZIP Code</u>	<u>County</u>

(A P.O. Box alone is not acceptable.)

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Please see attached list.

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	<u>Please see attached list.</u>			
Secretary				
Director				
Director				
Director				

C-171.15

COPY

**RECORDING DESK
BOX 170**

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Connecticut and as permitted under the Illinois Business Corporation Act, including but not limited to providing telecommunications services.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$1.00 per share	25,000	23,000

(If more, attach list)

9. Paid-in Capital: \$ 11,500,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 181,000,000.00
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 230,000,000.00
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 5,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated

March 31, 2006
(Month & Day) (Year)
Christopher H. Deimel
(Any Authorized Officer's Signature)
Christopher H. Deimel, Secretary
(Print Name and Title)

SNET America, Inc.

(Exact Name of Corporation)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

RECORDING DESK
BOX 170

Directors and Officers of SNET America, Inc.

Charles R. Rogers
310 Orange Street
New Haven, Connecticut 06510

Director and President

Charles P. Allen
175 E. Houston Street
San Antonio, Texas 78205

Treasurer

Carl J. Strutz
175 E. Houston Street
San Antonio, Texas 78205

Assistant Treasurer

Christopher H. Deimel
310 Orange Street
New Haven, Connecticut 06510

Secretary

Alfred J. Brunetti
310 Orange Street
New Haven, Connecticut 06510

Assistant Secretary

Steven Shashack
1010 N. St. Mary's Street
San Antonio, Texas 78215

Assistant Secretary

States in Which SNET America, Inc. is Qualified

Alabama
Alaska
Arizona
Colorado
Connecticut
Delaware
District of Columbia
Florida
Georgia
Hawaii

Idaho
Iowa
Kentucky
Louisiana
Maine
Maryland
Massachusetts
Minnesota
Mississippi
Montana

Nebraska
New Hampshire
New Mexico
New York
North Carolina
North Dakota
Oregon
Pennsylvania
Rhode Island
South Carolina

South Dakota
Tennessee
Vermont
Virginia
Washington
West Virginia
Wyoming

RECORDING DESK
BOX 170



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 21, 2006

6484-707-4

CT CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD IL 62704

RE SNET AMERICA, INC.

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-4.15/4.20**

(Rev. Jan. 2003)

**APPLICATION TO ADOPT,
CHANGE OR CANCEL,
AN ASSUMED CORPORATE NAME**

File #

6484-707-4

SUBMIT IN DUPLICATE

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9520
www.cyberdriveillinois.com

FILED

APR 21 2006

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 4-21-06

Filing Fee

(See Note Below)

Approved:

120.00

lt

Remit payment in check or money
order, payable to "Secretary of State".

1. CORPORATE NAME: SNET America, Inc.

2. State or Country of Incorporation: Connecticut

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): April 18, 2006
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:

AT&T Long Distance East

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until April 1, 2010, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated April 20, 2006
(Month & Day) (Year)

SNET America, Inc.

(Exact Name of Corporation)

Rebecca L. Brooks
(Any Authorized Officer's Signature)

Rebecca L. Brooks, Attorney in Fact for

(Type or Print Name and Title)

Christopher H. Deimel, Secretary

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with either 0 or 5, \$120 if the current year ends with either 1 or 6, \$90 if the current year ends with either 2 or 7, \$60 if the current year ends with either 3 or 8, \$30 if the current year ends with either 4 or 9.
The fee for cancelling an assumed corporate name is \$5.00.
The fee to change an assumed name is \$25.00.

POWER OF ATTORNEY

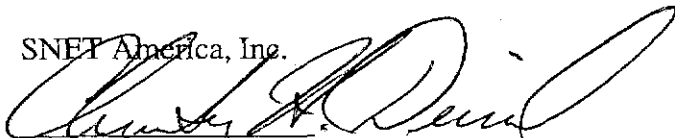
NOTICE IS HEREBY GIVEN THAT SNET America, Inc. ("Corporation"), a corporation incorporated under the laws of Connecticut does hereby appoint Sonni Dellenbach as attorney-in-fact, and also Rebecca Brooks as attorney-in-fact for the Corporation to act for the Corporation and in the Corporation's name for the limited purposes authorized herein.

The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to file assumed names, trade names and documents of similar import, in any state, county, circuit court or local jurisdiction.

This Power of Attorney expires when revoked by the Corporation.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 5th day of January, 2006.

SNET America, Inc.

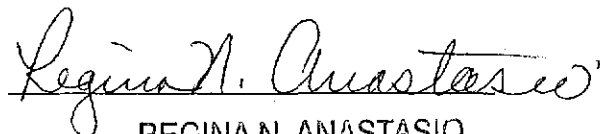


Christopher H. Deimel
Secretary

State of Connecticut :
: ss. New Haven January 5, 2006
County of New Haven :

On January 5, 2006 before me, the undersigned, a Notary Public in and for said State, personally appeared Christopher H. Deimel, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me she executed the same in her authorized capacity, and that by her signature on the instrument the entity upon behalf of which the person acted, executed this instrument.

Witness my hand and official seal.



REGINA N. ANASTASIO
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010